

# Exhibit B

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Attorneys for Defendants  
New York Motors Corp. and  
Alexander L. Varshavsky

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

RENOVA INDUSTRIES LTD., a  
Bahamas corporation,

Plaintiff,  
v.

NEW YORK MOTORS CORPORATION, a  
corporation registered in New  
Jersey, and ALEXANDER L.  
VARSHAVSKY, an individual,

Defendants.

DOCUMENT ELECTRONICALLY FILED

Civil Action No.:  
2:13-cv-03424-KM-MAH

DECLARATION OF ALEXANDER L.  
VARSHAVSKY

ALEXANDER L. VARSHAVSKY, pursuant to 28 U.S.C. § 1746,  
being of full age, hereby declares as follows:

1. I am a Defendant in the above matter and am an officer  
of Defendant New York Motors Corp. ("NYM"). I submit this  
Declaration in support of the Defendants' application to dismiss  
the Plaintiff's Complaint based upon the doctrine of forum non  
conveniens. I am fully familiar with the facts set forth herein.

2. This litigation has no connection whatsoever to the United States or to New Jersey. It is a dispute involving two transactions negotiated and consummated in Moscow. All of the necessary witnesses are in Russia. Accordingly, it would be oppressive to litigate this matter in New Jersey. I understand that my company, NYM, and myself are subject to the jurisdiction of the Courts in Russia, which, I submit, is the appropriate forum for this dispute.

3. I was born in Russia and am a naturalized United States Citizen. I live in Russia for extended periods of time each year, in an apartment I own in Moscow.<sup>1</sup>

4. I conduct my business in Russia. I am involved, through various business entities, in the automobile, real estate and logistics businesses. These businesses are located and do business exclusively in the Russian Federation.

5. One of those entities is Starwhite Limited ("Starwhite"). Starwhite, through its subsidiaries, is engaged in the logistics business and in the customs brokerage business. The customs brokerage business assists clients to import goods into Russia. The logistics business is involved in transporting automobiles into and throughout Russia. The business offices and other facilities are located in Russia. In fact, Starwhite

(through a subsidiary) owns a nearly 200 acre facility outside of Moscow that can store 20,000 automobiles at a time. Literally, all of Starwhite's business operations are in Russia. The business does not have offices outside of Russia.

6. In its Complaint, the Plaintiff alleges that Victor Vekselberg (a Russian entrepreneur and billionaire)<sup>2</sup>, agreed to purchase 10% of the shares of Starwhite from Sideline Off Shore Limited ("Sideline") for \$20 million. The Plaintiff also claims that I agreed: a) to repurchase these shares for \$20 million by December 31, 2013 and b) to pay 10% interest to Victor Vekselberg's company, Plaintiff Renova Industries Ltd. ("Renova").

7. I dispute the Plaintiff's alleged version of events. Rather, in July of 2011 Mr. Vekselberg and I spoke in Moscow. He advised me that he had agreed to purchase Sideline's 10% interest in Starwhite for \$20 million. I am a representative and participant in Starwhite.

8. Mr. Vekselberg asked me to commit to a repurchase of this 10% interest in Starwhite. I declined but proposed that, if he was unable to sell that interest by December 31, 2013, I

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<sup>1</sup> The Russian Federation has classified me as a temporary resident there.

<sup>2</sup> According to Forbes, Mr. Vekselberg had a net worth of \$15.1 billion as of March 2013, and is ranked as the 4<sup>th</sup> wealthiest person in Russia. See Exhibit A.

would repurchase it from him at that time for \$20 million. I did not agree to pay interest. Mr. Vekselberg agreed to my proposal.

9. In order for Mr. Vekselberg to purchase an interest in Starwhite, the consent of all of Starwhite's shareholders was required. My employees and Mr. Vekselberg's representatives prepared the documentation for Mr. Vekselberg's purchase from Sideline (via one of his companies). All of this work occurred in Russia: all in-person meetings, telephone conferences and emails (the majority of which were in Russian).

10. On September 5, 2011, A-Win Consultants Limited ("A-Win"), the company I believe to be owned and controlled by Mr. Vekselberg, purchased Sideline's interest in Starwhite.

11. However, in October of 2011 I was advised by one of my employees that Mr. Vekselberg was demanding that he be paid interest for buying shares in Starwhite. I was confused by this demand, because it was not part of our agreement.

12. I was able to meet Mr. Vekselberg in Moscow in January or February of 2012. At this meeting Mr. Vekselberg requested that I pay him interest in connection with his purchase of Sideline. I declined. However, I offered to immediately repurchase the 10% interest in Starwhite from Mr. Vekselberg for the original purchase price of \$20 million, rather than wait

until December 31, 2013 as we previously agreed. Mr. Vekselberg concurred.

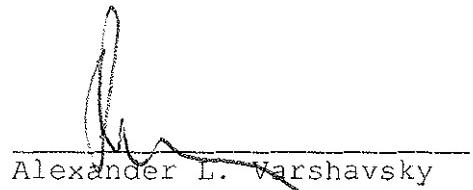
13. My employees in Russia and Mr. Vekselberg's representatives in Russia prepared the documentation for the transaction. These individuals engaged in in-person meetings, telephone conference calls and exchanged emails in Russia (the majority of which were in Russian).

14. As agreed, on June 20, 2012, through Maxbond Limited ("Maxbond") a company that I own, I purchased A-Win's shares in Starwhite from Mr. Vekselberg's company for \$20 million.

15. NYM had no connection to the above transactions. NYM is a shareholder in a corporation incorporated in Moscow.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 12, 2013.



Alexander L. Varshavsky

## EXHIBIT A

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Paul Allen #53



## Viktor Vekselberg

Net Worth **\$15.1 B** As of March 2013

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### At a Glance

Age: 56

Source of Wealth: oil, metals, self-made

Country of Citizenship: Russia

Education: Bachelor of Arts / Science, Moscow State University of Railway Engineering

Marital Status: Married

Children: 2

### Forbes Lists

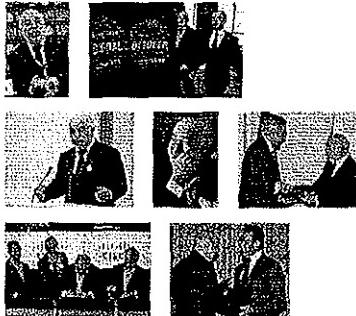
#52 Billionaires

#4 in Russia

#64 in 2012

Scottrade leads  
in more than just  
**\$7 TRADES.**

### Photos



### Profile

[Billionaires: March 2013](#) ▾

Viktor Vekselberg was tapped by the Russian government to head Skolkovo, the country's attempt to create a version of Silicon Valley. Since it started in 2010, the Skolkovo Fund has approved more than 170 non-repayable grants for a total of \$300 million. His Renova conglomerate is a strategic investor in Swiss companies. In February 2013 Renova sold its pharmaceutical company, Natur Product, to Canada's [...] more

### Key Connections

#### People



#### Companies



### Latest News

## BP Profits On Sale Of TNK-BP As Production Surpasses 3 Million Barrels A Day

BP's first quarter earnings were marked by everything but its business operations. The company sold its TNK-BP stake to Rosneft, taking a nearly 20% stake in the Russian oil giant, while it continued to deal with courts to settle incidents regarding the Macondo accident. [...] more>>

Agustino Fontevecchia, Forbes Staff

### Numbers

Net Worth Over Time  
\$15.1 B



### Who Just Made a Billion Dollars?



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## Swiss stocks - Factors to watch on August 27

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Board has rejected a request of Gebuka AG to amend the offer prospectus of Venetos Holding AG, a subsidiary of Russian tycoon Viktor Vekselberg's investment vehicle Renova. \* SHL Telemedicine announces a further expansion of its telemedicine services in the [...] more>>

## Swiss stocks - Factors to watch on July 30

Michael Buechter, Edwin Eichler, Vladimir Kuznetsov, Marco Musetti, and Oliver Thum to its board, after Russian tycoon Viktor Vekselberg had won a long-running power struggle over the indebted firm. \* Acino said first-half group revenue increased by 21 percent [...] more>>

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## The Kremlin vs. Russia's Silicon Valley

complex's billionaire president, Viktor Vekselberg. Skolkovo, unveiled in 2010 as a personal initiative of then-President Dmitry Medvedev to build Russia's own version of Silicon Valley, has won pledges of almost half a billion dollars in investments from [...] more>>

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